Before the FEDERAL COMMUNICATIONS COMMISSION Washington, D.C. 20554

	Accepted/Files
In the Matter of	JAN 16 2014
Oxford County Telephone & Telegraph Company, Oxford Telephone Company, Oxford West Telephone Company, Oxford County Telephone Service Company, Northeast Competitive Access Providers, LLC, and	Pederal Communications Commission Office of the Secretary
Revolution Networks, LLC,	Ó
Transferors,) File No
and	
Oxford Networks Holdings, Inc. Transferee.	
For Consent to Transfer Control pursuant to Section 214 of the Communications Act of 1934, as amended))

JOINT APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC AND INTERNATIONAL AUTHORIZATIONS

Oxford County Telephone & Telegraph Company ("Oxford T&T"), Oxford Telephone Company ("Oxford"), Oxford West Telephone Company ("Oxford West"), Oxford County Telephone Service Company ("Oxford Service"), Northeast Competitive Access Providers, LLC ("Northeast"), and Revolution Networks, LLC ("Revolution") (collectively, "Transferors" or the "Oxford Companies"), and Oxford Networks Holdings, Inc. ("Transferee" or "Holdings") hereby request authorization for the transfer of control of Oxford T&T (the direct parent of Oxford, Oxford West and Oxford Service,

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and the super-majority owner of Northeast and, indirectly, Revolution¹) to Holdings.

This Application is being filed simultaneously with the International Bureau and the Wireline Competition Bureau. Applicants submit that prompt grant of both applications will serve the public interest.

I. Background

Applicant Oxford T&T is parent of two rural local exchange carriers ("LECs"), Oxford and Oxford West. Oxford and Oxford West provide local exchange and exchange access service to approximately 7,675 residential and 1,718 business access lines in rural portions of western Maine. In addition, Oxford T&T provides domestic intrastate and interstate long distance services to residents in the Oxford, Oxford West and Oxford Service local service areas, as well as global international resale services pursuant to Commission authorization under File No. ITC-214-19970902-00523.² Customers of Oxford, Oxford West, Oxford Service and Oxford T&T all receive service under the brand "Oxford Networks."

Applicant Holdings is controlled by its majority shareholder, Novacap

Technologies III, L.P. ("Novacap III"), which is ultimately controlled by Novacap

Management Technologies III Inc. ("Novacap Management"). Novacap III is part of a

Oxford T&T owns 99% of the membership interests in Northeast; Oxford Service, a wholly-owned subsidiary of Oxford T&T, owns the remaining 1%. Revolution is a wholly-owned subsidiary of Northeast.

Oxford T&T also owns 100% of two companies not currently providing regulated services: Oxford Networks Broadband LLC (a shell company that once provided video services) and Oxford Data Center, LLC, a company providing data processing, storage, networking, management and distribution services to third parties.

leading North American-based private equity group founded in 1981 and has extensive experience purchasing, owning and operating diverse businesses. Novacap III does not currently control any FCC-regulated telecommunications operations.

Pursuant to the proposed transaction, Holdings proposes the purchase of 100% of the ownership interests of Oxford T&T through a reverse triangular merger, resulting in the survival of Oxford T&T as a direct, wholly-owned subsidiary of Holdings. After the contemplated transaction, Oxford T&T, together with its direct and indirect subsidiaries, will continue to exist and operate in their respective service territories, and under the same trade names, providing service pursuant to existing rates, terms and conditions. The proposed transactions will, accordingly, be transparent to consumers.

II. Description of the Transaction

This application proposes the transfer of control of the Section 214 authorizations held by the Oxford Companies to Holdings through a reverse triangular merger, wherein a single-purpose acquisition subsidiary is formed by Holdings for the purpose of merging with Oxford T&T, which will be the survivor of the merger transaction. Specifically, Holdings has formed a Maine corporate subsidiary, Oxford Networks Merger Sub, Inc. ("Oxford Merger Sub"), which will merge with Oxford T&T in accordance with corporate law of the State of Maine. Oxford T&T will be the surviving corporation, and the existence of Oxford Merger Sub will, upon consummation and effectiveness of the proposed transaction, terminate, leaving Oxford T&T a wholly-owned subsidiary of Holdings. The Applicants will also seek authorization from the Maine Public Utilities Commission to conduct the proposed transaction.

After the proposed transaction, the Oxford Companies will continue to operate in

the same service territory, and under the same trade name. The Oxford Companies will

continue to offer services pursuant to their current rates, terms and conditions. No carrier

change charges are associated with the transaction, and no customer service or billing

contact information will change as a result of the transfer. The transaction will not affect

customers' preferred carrier freezes.

III. Transfer of Control of International Section 214 Authorization

Applicant Oxford T&T resells switched international long distance toll services to

residential and business customers pursuant to an international Section 214 authorization

granted by the Commission under File No. ITC-214-19970902-00523. In accordance

with the requirements of Section 63.24(e) of the Commission's Rules, Applicants submit

the following information:

(1) Name, address and telephone number of each applicant:

Transferors:

Oxford County Telephone & Telegraph Company

Oxford Telephone Company

Oxford West Telephone Company

Oxford County Telephone Service Company

Northeast Competitive Access Providers, LLC

Revolution Networks, LLC

491 Lisbon Street

Lewiston, ME 04240-7418

Phone: (207) 333-6900

Fax:

(207) 333-3489

4

Transferee:

Oxford Networks Holdings, Inc. 375 Roland-Therrein Blvd. Suite 210 Longueuil, Québec, J4H 4A6, Canada

Phone: (450) 651-5000 Fax: (450) 651-7585

(2) Government, state or territory under the laws of which each corporate or partnership applicant is organized

Each of Oxford T&T, Oxford, Oxford West, and Oxford Service is a corporation organized under the laws of the State of Maine. Northeast and Revolution are each a limited liability company organized under the laws of the state of Delaware.

Holdings is a corporation organized under the laws of the state of Delaware.

(3) Name, title, post office address, and telephone number of the officer or contact point to whom correspondence concerning the application is to be addressed

For the Oxford Companies:

Dawna Hannan
Vice President, Regulatory Affairs
Oxford County Telephone & Telegraph Company
491 Lisbon Street
Lewiston, ME 04240-7418
Phone: (207) 333-3455
Fax: (207) 333-3489

With a copy to:

Sylvia Lesse Communications Advisory Counsel, LLC 5151 Wisconsin Avenue, NW Suite 311 Washington, DC 20016 Phone: (202) 333-5273

Fax: (202) 318-3213

For Holdings:

Josiane Turcotte Oxford Networks Holdings, Inc. 375 Roland-Therrein Blvd. Suite 210 Longueuil, Québec, J4H 4A6, Canada

Phone: (450) 651-5000 Fax: (450) 651-7585

With a copy to:

Tara K. Giunta Matthew L. Gibson Paul Hastings LLP 875 15th Street, N.W. Washington, DC 20005 Phone: (202) 551-1700 Fax: (202) 551-1705

(4) Statement as to whether the applicants had previously received authority under Section 214 of the Act.

Other than the Section 214 authorizations that are the subject of this application, no other applicant has applied for or holds any Section 214 authorizations.

(5) Name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten percent of the equity of the applicant entities:

Transferor:

Oxford T&T, the 100% owner of Oxford, Oxford West and Oxford Services, is a widely held company. Of the more than 300 shareholders, only one shareholder owns and/or controls, directly or indirectly, 10% or more of Oxford T&T equity:

Name and Address	Percentage Ownership	Citizenship	Principal Business
Richard Schotte 491 Lisbon Street	10.1%	USA	Investment
Lewiston, ME 04240-7418			

Oxford T&T owns 99% of the membership interests in Northeast; Oxford Service owns the remaining 1% of membership interests. Revolution is a wholly-owned subsidiary of Northeast.

Transferee:

The following table sets forth the entities that hold a 10% or greater equity interest in Holdings:

Name and Address	Percentage Ownership	Place of Incorporation	Principal Business
Novacap Technologies III, L.P. 375 Roland-Therrien Blvd., Suite 210 Longueuil, Québec J4H 4A6, Canada	67%	Québec	Investment
BSCP-OX Holdings, LLC 127 Pratt Street Providence, RI 02906	18%	Delaware	Investment

Novacap III, which holds approximately 67% of the equity of Holdings, is controlled by its managing partner, Novacap Partners Technologies III, L.P. ("Novacap Partners"). The general partner of Novacap Partners is Novacap Management. Novacap Partners and Novacap Management have the same address as Novacap III.

Novacap III has numerous limited partners, only one of which, La Caisse de dépôt et placement du Québec ("La Caisse"), is reportable under Section 63.18(h) of the Commission's rules. La Caisse will hold an indirect passive interest of approximately 15% of the equity of Holdings. La Caisse was formed by an act of the National Assembly of Québec in 1965 and is an investment management organization that invests and manages institutional funds, primarily from public and private pension and insurance

funds in Québec. The address for La Caisse is Édifice Price, 65 Rue Sainte-Anne, 14e étage, Québec, Québec, G1R 3X5, Canada.

BSCP-OX Holdings, LLC holds approximately 18% of the equity of Holdings and is controlled by its sole managing member, Thadeus Mocarski. Mr. Mocarski is a US citizen.

(6) Certification as to whether or not Transferee is, or is affiliated with, a foreign carrier.

Holdings certifies that it is not a foreign carrier in any country, nor is it affiliated with any foreign carrier.

(7) Certification as to whether or not Transferee seeks to provide international telecommunications services to any country for which certain conditions are true.

Holdings certifies that it does not seek to provide international telecommunications services to any destination country to which 47 C.F.R. § 63.18(j)(1) through (j)(4) applies.

(8) Showing regarding provision of international telecommunications service to a country where the applicant is a foreign carrier or is affiliated with a foreign carrier.

N/A

(9) Regulatory classification under Section 63.10 of the Rules for foreign-affiliated carrier.

N/A

(10) Certification that applicant has not agreed to accept special concessions directly or indirectly from any foreign carrier.

Holdings certifies that it (a) has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and (b) will not enter into such agreements in the future.

(11) Certification pursuant to 47 C.F.R. §§ 1.2001-1.2003 that no party to the application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583

Applicants hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to the application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 583.

(12) Qualification for streamlined processing.

This Application qualifies for streamlined processing under Sections 63.12(a) and (b) of the Commission's rules. No party is affiliated with any foreign carrier in any destination market. No party has an affiliation with a dominant US carrier whose international switched or private line services the applicants seek authority to resell, and none is anticipated as a result of the public offering which likely will result in widely held interests. No party to this application seeks authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. Authorization is sought to complete a public sale that would continue the current operations as a non-dominant carrier reselling the international switched services of one or more unaffiliated US carriers.

IV. Transfer of Control of Domestic Section 214 Authorizations

Pursuant to Section 63.04(b) of the Commission's Rules, Applicants submit information required pursuant to Sections 63.04(a)(6) through 63.04(a)(12) of the Commission's Rules:

(1) Description of the transaction

Please see Section II.

(2) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area

Transferors:

Oxford provides incumbent local exchange and exchange access services to approximately 4,293 access lines in the exchanges of Buckfield, Turner, North Turner, Sumner, Canton and West Paris, Maine. Oxford West provides incumbent local exchange and exchange access services to approximately 5,100 access lines in the exchanges of Hebron, Bryant Pond, Bethel, West Bethel, Roxbury Pond, Locke Mills, North Norway, Andover, and Upton, Maine.

Oxford Services provides competitive local exchange and exchange access services to approximately 14,093 access lines located within exchanges of the LEC operating territory of Fairpoint NNE (former Verizon territory within the State of Maine). Revolution is certified to provide competitive local exchange service in New Hampshire and Maine. Neither Oxford Services nor Revolution offer competitive local exchange services within the certificated territory of any independent local exchange company (including within the Oxford Companies' incumbent local exchange territory as described

above). Each local exchange company also provides broadband services to its local exchange customers.

Oxford T&T (doing business as Oxford Long Distance and as Oxford Networks) offers IXC services (domestic and international) to the local service subscribers of Oxford, Oxford West, and Oxford Services. As an IXC, Oxford T&T currently serves approximately 19,212 interstate customers (and 18,966 intrastate customers).

Northeast serves as a carrier's carrier, offering transport services through its fiber facilities from Boston to Bangor and multiple points in between.

Transferee:

Neither Holdings nor any of its affiliates offers domestic telecommunications services.

(3) Statement as to how the application fits into one or more of the presumptive streamlined categories in Section 63.03 of the Commission's Rules or why it is otherwise appropriate for streamlined treatment

This Application satisfies the criteria set forth in Section 63.03(b)(1) for presumptive streamlined processing because transferee Holdings is not a telecommunications provider. Accordingly, this Application for the transfer of control of the Oxford Companies' domestic Section 214 authorizations should be processed on a streamlined basis.

(4) Identification of all other Commission applications related to the same transaction

Because Transferors hold no wireless licenses, no applications other than the instant joint application seeking authorization to transfer control of domestic and international 214 authority will be filed with the Commission.

(5) Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure

Neither party to the transaction is facing imminent business failure. Therefore,

Applicants are not requesting special consideration for this reason.

(6) Identification of any separately filed waiver requests being sought in conjunction with the transaction

No separately filed waiver requests are being sought in conjunction with the transaction.

(7) Statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets

The proposed ownership structure and investment participation will enable the continued provision of high-quality communications services to Oxford Companies customers. The purpose of the transactions is to recapitalize Oxford T&T to assure that it will have a strengthened balance sheet and increased access to capital, which will enhance the ability of the Oxford Companies to innovate and provide ever-more sophisticated advanced network services to Maine customers and businesses, which will in turn advance the telecommunications and information infrastructure of the State of Maine and its economic health.

V. Conclusion

For the foregoing reasons, the Applicants respectfully the expeditious grant of this Application.

Respectfully submitted,

Oxford County Telephone & Telegraph Company Oxford Telephone Company Oxford West Telephone Company Oxford County Telephone Service Company Northeast Competitive Access Providers, LLC Revolution Networks, LLC

By:

Their Counsel

Communications Advisory Counsel, LLC 5151 Wisconsin Avenue, NW Suite 311 Washington, DC 20016 (202) 333-5273

and

Oxford Networks Holdings, Inc.

By:

/s/

Tara K. Giunta Matthew L. Gibson Its counsel

Paul Hastings LLP 875 15th Street, N.W. Washington, DC 20005 (202) 551-1700

Date: January 16, 2014

DECLARATION OF DAWNA K. HANNAN

I, DAWNA K. HANNAN, Vice President, Regulatory Affairs of Oxford County Telephone & Telegraph Company, Oxford Telephone Company, Oxford West Telephone Company, Oxford County Telephone Service Company, Northeast Competitive Access Providers, LLC, and Revolution Networks, LLC (the "Oxford Companies") do hereby declare under penalty of perjury that I have read the foregoing "JOINT APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC AND INTERNATIONAL AUTHORIZATIONS" and the information contained therein regarding each of the aforementioned companies is true and accurate to the best of my knowledge, information, and belief.

Date

Dawna K. Hannan

CERTIFICATION

I, Thadeus Mocarski, state that I am President of Oxford Networks Holdings, Inc. ("Holdings"); that Holdings is an Applicant in the foregoing Joint Application for Transfer of Control of Domestic and International Authorizations (the "Application"); that I am authorized to make this Certification on behalf of Holdings; that the foregoing Application was prepared under my direction and supervision; that I have read the foregoing Application and know the contents thereof, and that I certify that all statements with respect to Holdings made in the Application are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 15 day/of January, 2014.

Thadeus Mocarski, President Oxford Networks Holdings, Inc.

CERTIFICATE OF SERVICE

I, Sylvia Lesse, of Communications Advisory Counsel, LLC, do hereby verify that on this 16th day of January, 2014, I caused to be sent via First Class US Mail, postage prepaid, the foregoing "JOINT APPLICATION FOR TRANSFER OF CONTROL OF DOMESTIC AND INTERNATIONAL AUTHORIZATIONS" to the following:

The Hon. Paul LePage Office of the Governor #1 State House Station Augusta ME 04333

The Hon. Maggie Hassan Office of the Governor State House 107 North Main Street Concord NH 03301

US Department of Defense Assistant Secretary for Network Information and Integration (NII) 6000 Defense Pentagon Washington, DC 20301-6000

US Department of State EB/CIP/SCA Room 4826 2001 C Street, NW Washington, DC 20520

*Tracey Wilson-Parker Wireline Competition Bureau Federal Communications Commission 445 12th Street SW Washington DC 20554

*George Li *JoAnn Sutton International Bureau Federal Communications Commission 445 12th Street, SW Washington, DC 20554 * via e-mail

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